

EXHIBIT B – Part 3

Monthly Fee Application for the Period from:
December 1, 2010 – December 31, 2010

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-----------------------------------|---|---|
| In re: |) | Chapter 11 |
| |) | |
| |) | Case No. 01-01139 (JKF) |
| W.R. GRACE & CO., <u>et al.</u> , |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Objection Deadline: |
| |) | February 17, 2011 at 4:00 p.m. |
| |) | Hearing date: To be scheduled only if objections |
| |) | are timely filed and served. |

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the One Hundred and Seventeenth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period December 1, 2010 through December 31, 2010, seeking compensation in the amount of \$78,046.75 and reimbursement for actual and necessary expenses in the amount of \$2,238.40.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 17, 2011 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul,

Date Filed: 1/28/2011
Docket No: 26140

Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Janet S. Baer, Esquire, The Law Offices of Janet S. Baer, P.C., 70 West Madison Street, Suite 2100, Chicago, IL 60602 (Fax number 312-641-2165); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax

number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi Ruhlander, Warren H. Smith and Associates, P.C., Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201 (Fax number 214-722-0081).

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Dated: January 28, 2011
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

Michael R. Lastowski, Esq. (DE 3892)

Richard W. Riley (DE 4052)

DUANE MORRIS LLP

1100 North Market Street, Suite 1200

Wilmington, DE 19801

Telephone: (302) 657-4900

Facsimile: (302) 657-4901

E-mail: mlastowski@duanemorris.com

E-mail: rwriley@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)

DUANE MORRIS LLP

Suite 1200

744 Broad Street

Newark, NJ 07102-3889

Telephone: (973) 424-2000

Facsimile: (973) 424-2001

E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire

Kenneth Pasquale, Esquire

STROOCK & STROOCK & LAVAN LLP

180 Maiden Lane

New York, New York 10038-4982

Telephone: (212) 806-5400

Facsimile: (212) 806-6006

E-mail: lkruger@stroock.com

kpasquale@stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,
Debtors.

)
) Chapter 11
)
)

) Case No. 01-01139 (JKF)
) (Jointly Administered)
)

) Objection Deadline:
) February 17, 2011 at 4:00 p.m.
) Hearing date: To be scheduled only if objections
) are timely filed and served.

ONE HUNDRED AND SEVENTEENTH MONTHLY FEE APPLICATION OF
STROOCK & STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Name of Applicant

Stroock & Stroock & Lavan LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

April 12, 2001

Period for which compensation and
reimbursement is sought

December 1, 2010 – December 31, 2010

Amount of Compensation sought as
actual, reasonable and necessary:

\$78,046.75 (80%: \$62,437.40)

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$2,238.40

This is an: ☒ interim ☐ final application

Attachment A

Monthly Interim Fee Applications

| | | Payment Requested: | | CNO Filed Approving: | |
|-------------------------------|------------------------|--------------------|---|----------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| May 30, 2001 D.I.339 | 4/12/01- 4/30/01 | \$138,926.00 | \$1,975.13 | \$111,140.80 | \$1,975.13 |
| July 2, 2001 D.I.613 | 5/1/01 – 5/31/01 | \$139,928.75 | \$6,884.73 | \$111,943.00 | \$6,884.73 |
| July 30, 2001 D.I.772 | 6/1/01 – 6/30/01 | \$91,019.00 | \$10,458.14 | \$72,815.20 | \$10,458.14 |
| September 5, 2001 D.I.889 | 7/1/01- 7/31/01 | \$92,308.00 | \$5,144.37 | \$73,846.40 | \$5,144.37 |
| October 2, 2001 D.I.983 | 8/1/01 8/31/01 | \$53,873.50 | \$3,069.88 | \$43,098.80 | \$3,069.88 |
| October 31, 2001 D.I.1058 | 9/1/01 – 9/30/01 | \$58,742.00 | \$6,801.32 | \$46,993.60 | \$6,801.32 |
| November 26, 2001 D.I.1239 | 10/1/01 – 10/31/01 | \$101,069.00 | \$3,562.09 | \$80,855.20 | \$3,562.09 |
| January 8, 2002 D.I.1470 | 11/1/01 – 11/30/01 | \$136,368.50 | \$8,847.34 | \$109,094.80 | \$8,847.34 |
| February 1, 2002 D.I.1608 | 12/01/01 – 12/31/01 | \$92,064.50 | \$9,471.47 | \$73,651.60 | \$9,471.47 |
| March 14, 2002 D.I.1812 | 01/01/02 – 01/31/02 | \$100,231.50 | \$14,675.58 | \$80,185.20 | \$14,675.58 |
| April 22, 2002 D.I.1951 | 02/01/02 – 02/28/02 | \$88,974.50 | \$16,863.97 | \$71,179.60 | \$16,863.97 |
| May 8, 2002 D.I.2029 | 03/01/02 – 03/31/02 | \$77,964.25 | \$1,190.44 | \$62,371.40 | \$1,190.44 |
| June 3, 2002 D.I.2156 | 04/01/02- 04/30/02 | \$97,251.50 | \$1,816.40 (Stroock) \$9,772.37 (Chambers) | \$77,801.20 | \$11,588.86 |

| | | Payment Requested: | | CNO Filed Approving: | |
|--------------------------------|------------------------|--------------------|---|----------------------|--------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| July 2, 2002 D.I.2324 | 05/01/02 – 05/31/02 | \$74,910.75 | \$2,9154.43 (Stroock) \$43,190.69 (Chambers) | \$59,928.60 | \$46,105.12 |
| August 5, 2002 D.I.2495 | 06/01/02 – 06/30/02 | \$73,096.75 | \$2,054.05 (Stroock) \$114,666.72 (Chambers) | \$58,477.4011 | \$116,720.77 |
| September 20, 2002 D.I.2720 | 07/01/02 – 07/31/02 | \$90,903.27 | \$1,250.79 (Stroock) \$11,996.25 (Chambers) | \$72,722.61 | \$13,274.04 |
| October 29, 2002 D.I.2898 | 08/01/02 – 08/31/02 | \$93,151.25 | \$11,539.51 (Stroock) \$5,046.70 (Chambers) | \$74,521.00 | \$16,586.21 |
| November 14, 2002 D.I.2981 | 09/01/02 – 09/30/02 | \$96,613.25 | \$15,567.77 (Stroock) \$771.50 (Chambers) | \$77,290.60 | \$16,339.27 |
| December 10, 2002 D.I.3129 | 10/1/02 – 10/31/02 | \$68,404.00 | \$2,956.54 (Stroock) \$1,780.75 (Chambers) | \$54,723.20 | \$4,737.29 |
| January 28, 2003 D.I.3286 | 11/1/02 – 11/30/02 | \$75,345.50 | \$8,712.16 (Stroock) | \$60,276.40 | \$8,712.16 |
| February 7, 2003 D.I.3349 | 12/1/02 – 12/31/02 | \$27,683.50 | \$13,332.14 (Stroock) | \$22,146.80 | \$13,332.14 |
| March 26, 2003 D.I.3552 | 1/1/03 – 1/31/03 | \$88,139.00 | \$1,210.11 (Stroock) | \$70,511.20 | \$1,210.11 |
| April 7, 2003 D.I.3626 | 2/1/03 – 2/28/03 | \$76,313.00 | \$2,022.78 (Stroock) \$1,077.80 (Chambers) | \$61,050.40 | \$3,100.58 |
| April 29, 2003 D.I. 3718 | 3/1/03 – 3/31/03 | \$60,163.50 | \$6,191.15 (Stroock) | \$48,130.80 | \$6,191.15 |
| June 2, 2003 D.I. 3850 | 4/1/03 – 4/30/03 | \$60,269.00 | \$814.02 (Stroock) \$2,043.00 (Chambers) | \$48,215.20 | \$2,857.02 |
| July 1, 2003 D.I. 3983 | 5/1/03 – 5/31/03 | \$111,990.50 | \$691.84 (Stroock) \$9,830.50 (Chambers) | \$89,592.40 | \$10,522.34 |
| August 5, 2003 D.I. 4152 | 6/1/03 – 6/30/03 | \$43,824.00 | \$1,220.42 (Stroock) \$61,755.00 (Chambers) | \$35,059.20 | \$62,975.42 |

| | | Payment Requested: | | CNO Filed Approving: | |
|---------------------------------|--------------------|--------------------|---|----------------------|--------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| September 4, 2003 D.I. 4381 | 7/1/03 – 7/31/03 | \$79,090.50 | \$2,301.33 (Stroock) \$14,274.25 (Chambers) | \$55,941.60 | \$16,575.58 |
| September 30, 2003 D.I. 4512 | 8/1/03 – 8/31/03 | \$69,927.00 | \$1,164.19 (Stroock) \$12,488.94 (Chambers) | \$55,941.60 | \$13,653.13 |
| October 29, 2003 D.I. 4625 | 9/1/03 – 9/30/03 | \$69,409.50 | \$1,076.94 (Stroock) \$10,102.00 (Chambers) | \$55,527.60 | \$11,178.94 |
| December 19, 2002 D.I. 4843 | 10/1/03 – 10/31/03 | \$96,980.50 | \$3,800.45 (Stroock) \$42,881.50 (Chambers) | \$77,584.40 | \$46,681.95 |
| January 23, 2003 D.I. 4976 | 11/1/03 – 11/30/03 | \$66,428.50 | \$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers) | \$53,142.80 | \$31,688.38 |
| February 4, 2004 D.I. 5056 | 12/1/03 – 12/31/03 | \$52,321.50 | \$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers) | \$41,857.20 | \$27,929.99 |
| March 17, 2004 D.I. 5309 | 1/1/04 – 1/31/04 | \$65,980.50 | \$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers) | \$52,784.40 | \$49,572.50 |
| April 6, 2004 D.I. 5406 | 2/1/04 – 2/29/04 | \$90,421.50 | \$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers) | \$72,337.20 | \$39,128.98 |
| April 28, 2004 D.I. 5498 | 3/1/04 – 3/31/04 | \$103,524.00 | \$5,567.34 (Stroock) | \$82,819.20 | \$5,567.34 |
| June 14, 2004 D.I. 5803 | 4/1/04 – 4/30/04 | \$99,136.00 | \$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April) | \$79,308.80 | \$135,008.07 |
| July 2, 2004 D.I. 5917 | 5/1/04 – 5/31/04 | \$134,324.50 | \$2,409.97 (Stroock) \$78,360.05 (Navigant May) | \$107,459.60 | \$80,770.02 |

| | | Payment Requested: | | CNO Filed Approving: | |
|---------------------------------|-----------------------|--------------------|--|----------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| August 2, 2004 D.I. 6105 | 6/1/04 – 6/30/04 | \$120,501.00 | \$1,831.49 (Stroock) \$62,625.00 (Navigant June) | \$96,400.80 | \$64,456.49 |
| September 9, 2004 D.I. 6341 | 7/1/04 – 7/31/04 | \$72,394.00 | \$3,461.84 (Stroock) \$40,427.50 (Navigant July) | \$57,915.20 | \$43,889.34 |
| September 23, 2004 D.I. 6444 | 8/1/04 – 8/31/04 | \$70,457.00 | \$1,764.40 (Stroock) | \$56,365.60 | \$1,764.40 |
| October 14, 2004 D.I. 6625 | 9/1/04 – 9/30/04 | \$83,903.50 | \$1,535.61 (Stroock) \$27,142.00 (Navigant August) | \$67,122.80 | \$28,677.61 |
| December 3, 2004 D.I. 7086 | 10/1/04 – 10/31/04 | \$200,155.50 | \$1,368.18 (Stroock) \$ 24,659.00 (Navigant September) | \$160,124.40 | \$26,027.18 |
| January 7, 2005 D.I. 7481 | 11/1/04 – 11/30/04 | \$218,608.50 | \$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November) | \$174,886.80 | \$67,094.23 |
| February 2, 2005 D.I. 7667 | 12/1/04 – 12/31/04 | \$235,503.70 | \$10,442.92 (Stroock) \$62,687.97 (Navigant December) | \$188,402.96 | \$73,130.89 |
| March 15, 2005 D.I. 8026 | 1/1/05 – 1/31/05 | \$187,168.00 | \$4,411.55 (Stroock) \$15,686.00 (Navigant January) | \$149,734.40 | \$20,097.55 |
| April 1, 2005 D.I. 8155 | 2/1/05 – 2/28/05 | \$108,180.25 | \$8,102.85 (Stroock) \$18,303.37 (Navigant February) | \$86,544.20 | \$26,406.22 |
| April 25, 2005 D.I. 8331 | 3/1/05 – 3/31/05 | \$56,941.25 | \$287.23 (Stroock) \$6,114.86 (Navigant March) | \$45,553.00 | \$6,402.09 |
| June 6, 2005 D.I. 8562 | 4/1/05 – 4/30/05 | \$127,695.00 | \$3,531.45 (Stroock) \$20,129.06 (Navigant April) | \$102,156.00 | \$23,660.51 |

| | | Payment Requested: | | CNO Filed Approving: | |
|---------------------------------|-------------------------|--------------------|--|----------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| June 28, 2005 D.I. 8704 | 5/1/05 – 5/31/05 | \$115,453.75 | \$858.21 (Stroock) | \$78,855.20 | \$858.21 |
| August 3, 2005 D.I. 9135 | 6/1/05 – 6/30/05 | \$114,903.75 | \$4,871.74 (Stroock) \$34,075.28 (Navigant) | \$91,923.00 | \$38,947.02 |
| September 8, 2005 D.I. 9356 | 7/1/05 – 7/31/05 | \$117,780.75 | \$2,088.44 (Stroock) \$2,211.00 (Navigant) | 94,224.60 | \$4,299.44 |
| October 14, 2005 D.I. 9565 | 8/1/05 8/31/05 | \$106,796.25 | \$5,046.99 (Stroock) \$18,550.00 (Navigant) | \$85,437.00 | \$23,596.99 |
| November 1, 2005 D.I. 10951 | 9/1/05 9/31/05 | \$67,697.50 | \$1,399.68 (Stroock) \$11,197.50 (Navigant) | \$54,158.00 | \$12,597.18 |
| November 29, 2005 D.I. 11202 | 10/1/05 - 10/31/05 | \$98,216.75 | \$1,611.30 (Stroock) \$11,582.50 (Navigant) | \$78,573.40 | \$13,193.80 |
| January 9, 2006 D.I. 11507 | 11/1/05 11/30/05 | \$104,348.00 | \$2,847.45 (Stroock) \$71,598.50 (Navigant) | \$83,478.40 | \$74,445.95 |
| January 30, 2006 D.I. 11655 | 12/1/05 – 12/31/05 | \$96,855.00 | \$1,379.53 (Stroock) \$20,317.49 (Navigant) | \$77,484.00 | \$21,697.02 |
| March 1, 2006 D.I. 11921 | 1/1/06 – 1/31/06 | \$73,383.00 | \$1,810.85 (Stroock) \$14,124.01 (Navigant) | \$58,706.40 | \$15,934.86 |
| March 28, 2006 D.I. 12134 | 2/1/06 – 2/28/06 | \$105,083.75 | \$1,434.62 (Stroock) \$25,971.70 (Navigant) | \$84,067.00 | \$27,406.32 |
| May 2, 2006 D.I. 12354 | 3/1/2006 - 3/31/2006 | \$145,189.50 | \$2,512.81 (Stroock) \$25,838.37 (Navigant) | \$116,151.60 | \$28,351.18 |
| May 31, 2006 D.I. 12558 | 4/1/2006 - 4/30/2006 | \$116,817.00 | \$2,141.42 (Stroock) \$7,425.00 (Navigant) | \$93,453.60 | \$9,566.42 |
| July 6, 2006 D.I. 12748 | 5/1/2006 – 5/31/2006 | \$121,304.50 | \$1,838.71 (Stroock) \$17,493.75 (Navigant) | \$97,043.60 | \$19,332.46 |
| August 1, 2006 D.I. 12899 | 6/1/2006 – 6/30/2006 | \$94,856.50 | \$1,869.66 (Stroock) \$38,548.75 (Navigant) | \$75,885.20 | \$40,418.41 |

| | | Payment Requested: | | CNO Filed Approving: | |
|----------------------------------|-------------------------|--------------------|---|----------------------|--------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| August 30, 2006 D.I. 13117 | 7/1/2006 – 7/31/2006 | \$97,397.25 | \$496.76 (Stroock) \$30,280.00 (Navigant) | \$77,917.80 | \$30,776.76 |
| October 2, 2006 D.I. 13336 | 8/1/2006- 8/31/2006 | \$131,856.25 | \$98.34 (Stroock) \$98,317.50 (Navigant) | \$105,485.00 | \$98,415.84 |
| November 2, 2006 D.I. 13559 | 9/1/2006 – 9/30/2006 | \$150,960.00 | \$4,147.01 (Stroock) \$91,179.11 (Navigant) | \$120,768.00 | \$95,326.12 |
| November 29, 2006 D.I. 13838 | 10/1/06 – 10/31/06 | \$196,223.50 | \$915.14 (Stroock) \$147,374.20 (Navigant) | \$156,978.89 | \$148,289.34 |
| January 12, 2007 D.I. 14292 | 11/1/06 – 11/30/06 | \$188,638.00 | \$3,370.16 (Stroock) \$133,438.70 (Navigant) | \$150,910.40 | \$136,808.86 |
| January 29, 2007 D.I. 14415 | 12/1/06 – 12/31/06 | \$99,832.00 | \$5,752.89 (Stroock) \$55,245.22 (Navigant) | \$79,865.60 | \$60,998.11 |
| March 8, 2007 D.I. 14810 | 1/1/2007 – 1/31/2007 | \$77,582.00 | \$962.06 (Stroock) \$90,474.74 (Navigant) | \$62,065.60 | \$91,436.80 |
| April 10, 2007 D.I. 15132 | 2/1/2007 – 2/28/2007 | \$119,140.50 | \$3,092.88 (Stroock) \$77,301.25 (Navigant) | \$95,312.40 | \$80,394.13 |
| May 1, 2007 D.I. 15457 | 3/1/2007 – 3/31/2007 | \$135,228.00 | \$6,635.25 (Stroock) \$104,674.53 (Navigant) | \$108,182.40 | \$111,309.78 |
| June 22, 2007 D.I. 16136 | 4/1/2007 – 4/30/2007 | \$177,646.00 | \$815.81 (Stroock) \$173,437.45 (Navigant) | \$142,116.80 | \$174,253.26 |
| July 17, 2007 D.I. 16309 | 5/1/2007 – 5/31/2007 | \$205,937.25 | \$6,405.01 (Stroock) \$162,431.03 (Navigant) | \$164,749.80 | \$168,836.04 |
| August 10, 2007 D.I. 16528 | 6/1/2007 – 6/30.2007 | \$225,650.50 | \$5,929.97 (Stroock) \$200,294.81 (Navigant) | \$180,520.40 | \$206,224.78 |
| September 14, 2007 D.I. 16822 | 7/1/2007 – 7/31/2007 | \$157,268.50 | \$4,021.65 (Stroock) \$208,116.54 (Navigant) | \$125,814.80 | \$212,138.19 |
| October 1, 2007 D.I. 16959 | 8/1/2007 – 8/31/2007 | \$145,866.50 | \$3,354.61 (Stroock) \$210,152.54 (Navigant) | \$116,693.20 | \$213,507.15 |

| | | Payment Requested: | | CNO Filed Approving: | |
|----------------------------------|-------------------------|--------------------|--|----------------------|--------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| November 19, 2007 D.I. 17394 | 9/1/2007 – 9/30/2007 | \$206,908.50 | \$3,056.89 (Stroock) | \$165,526.80 | \$3,056.89 |
| December 5, 2007 D.I. 17548 | 10/1/07 - 10/31/07 | \$288,976.50 | \$22,324.58 (Stroock) \$325,509.63 (Navigant) | \$231,181.20 | \$347,834.21 |
| January 11, 2008 D.I. 17803 | 11/1/07 – 11/30/07 | \$249,372.50 | \$32,780.40 (Stroock) \$162,394.93 (Navigant) | \$199,498.00 | \$195,175.33 |
| February 1, 2008 D.I. 17957 | 12/1/07 – 12/31/07 | \$116,522.50 | \$57,717.92 (Stroock) \$47,444.43 (Navigant) | \$93,218.00 | \$105,162.35 |
| March 4, 2008 D.I. 18202 | 1/1/08 – 1/31/08 | \$201,472.50 | \$3,282.80 (Stroock) \$86,070.26 (Navigant) | \$161,178.00 | \$89,353.06 |
| April 4, 2008 D.I. 18450 | 2/1/08 – 2/29/08 | \$195,491.00 | \$5,922.25 (Stroock) \$73,924.16 (Navigant) | \$156,392.80 | \$79,846.41 |
| April 29, 2008 D.I. 18639 | 3/1/08 – 3/31/08 | \$275,659.00 | \$11,217.17 (Stroock) \$69,201.53 (Navigant) | \$220,527.20 | \$80,418.70 |
| June 4, 2008 D.I. 18862 | 4/1/08 - 4/30/08 | \$298,888.00 | \$10,143.60 (Stroock) \$38,800.00 (Navigant) | \$239,110.40 | \$48,943.60 |
| July 1, 2008 D.I. 19032 | 5/1/08 - 5/31/08 | \$138,683.50 | \$3,649.95 (Stroock) | \$110,946.80 | \$3,649.95 |
| August 4, 2008 D.I. 19224 | 6/1/2008 - 6/30/2008 | \$213,559.00 | \$12,357.78 (Stroock) \$96.84 (Navigant) | \$170,847.20 | \$12,454.62 |
| September 10, 2008 D.I. 19516 | 7/1/2008 - 7/31/2008 | \$206,087.50 | \$6,717.13 (Stroock) \$259.90 (Navigant) | \$164,870.00 | \$6,977.03 |
| September 30, 2008 D.I. 19653 | 8/1/2008 – 8/31/2008 | \$212,928.50 | \$2,326.65 (Stroock) | \$170,342.80 | \$2,326.65 |
| November 6, 2008 D.I. 19949 | 9/1/2008 – 9/30/2008 | \$226,486.50 | \$2,844.77 (Stroock) | \$181,189.20 | \$2,844.77 |
| December 2, 2008 D.I. 20174 | 10/1/08 – 10/31/08 | \$270,097.00 | \$10,611.52 (Stroock) | \$216,077.60 | \$10,611.52 |

| | | Payment Requested: | | CNO Filed Approving: | |
|--|-----------------------|--------------------|---|----------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| December 30, 2008 D.I. 20384 & 20385 | 11/1/08 – 11/30/08 | \$184,642.00 | \$5,870.24 (Stroock) | \$147,713.60 | \$5,870.24 |
| February 3, 2009 D.I. 20654 | 12/1/08 – 12/31/08 | \$102,648.50 | \$4,017.80 (Stroock) | \$82,118.80 | \$4,017.80 |
| March 3, 2009 D.I. 20906 | 1/1/09 – 1/31/09 | \$114,525.00 | \$2,458.44 (Stroock) | \$91,620.00 | \$2,458.44 |
| March 30, 2009 D.I. 21152 | 2/1/09 – 2/28/09 | \$141,569.00 | \$1,627.89 (Stroock) | \$113,255.20 | \$1,627.89 |
| April 29, 2009 D.I. 21475 | 3/1/09 – 3/31/09 | \$181,006.75 | \$3,270.02 (Stroock) | \$144,805.40 | \$3,270.02 |
| May 29, 2009 D.I. 21910 | 4/1/09 – 4/30/09 | \$187,588.50 | \$1,545.41 (Stroock) | \$150,070.80 | \$1,545.41 |
| July 1, 2009 D.I. 22310 | 5/1/09 – 5/31/09 | \$227,989.00 | \$9,428.79 (Stroock) | \$182,391.20 | \$9,428.79 |
| August 6, 2009 D.I. 22709 | 6/1/09 – 6/30/09 | \$238,611.25 | \$5,960.91 (Stroock) | \$190,889.00 | \$5,960.91 |
| September 25, 2009 D.I. 23338 | 7/1/09 – 7/31/09 | \$294,766.50 | \$17,306.20 (Stroock) | \$235,813.20 | \$17,306.20 |
| October 5, 2009 D.I. 23422 | 8/1/09 – 8/31/09 | \$299,544.25 | \$7,237.57 (Stroock) \$2,812.50 (Navigant) | \$239,635.40 | \$10,050.07 |
| November 13, 2009 D.I. 23759 | 9/1/09 – 9/30/09 | \$349,937.50 | \$20,164.05 (Stroock) | \$279,950.00 | \$20,164.05 |
| December 1, 2009 D.I. 23897 | 10/1/09 – 10/31/09 | \$281,050.75 | \$12,457.25 (Stroock) | \$224,840.60 | \$12,457.25 |
| December 30, 2009 D.I. 24087 | 11/1/09 – 11/30/09 | \$219,347.00 | \$10,084.80 (Stroock) | \$175,477.60 | \$10,084.80 |
| January 29, 2010 D.I. 24211 | 12/1/09 – 12/31/09 | \$117,137.00 | \$3,532.36 (Stroock) | \$93,709.60 | \$3,532.36 |

| | | Payment Requested: | | CNO Filed Approving: | |
|----------------------------------|---------------------------|--------------------|----------------------|----------------------|------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| March 1, 2010 D.I. 24376 | 1/1/2010 – 1/31/2010 | \$193,442.75 | \$3,163.37 (Stroock) | \$154,754.20 | \$3,163.37 |
| March 30, 2010 D.I. 24537 | 2/1/2010 – 2/28/2010 | \$56,435.50 | \$1,668.29 (Stroock) | \$45,148.40 | \$1,668.29 |
| April 28, 2010 D.I. 24687 | 3/1/2010 – 3/31/2010 | \$42,209.00 | \$636.63 (Stroock) | \$33,767.20 | \$636.63 |
| May 28, 2010 D.I. 24859 | 4/1/2010 – 4/30/2010 | \$44,465.00 | \$265.51 (Stroock) | \$35,572.00 | \$265.51 |
| June 28, 2010 D.I. 24993 | 5/1/2010 – 5/31/2010 | \$36,946.50 | \$770.90 (Stroock) | \$29,557.20 | \$770.90 |
| July 28, 2010 D.I. 25130 | 6/1/2010 – 6/30/2010 | \$52,374.50 | \$93.68 (Stroock) | \$41,899.60 | \$93.68 |
| August 30, 2010 D.I. 25286 | 7/1/2010 – 7/31/2010 | \$20,240.00 | \$141.30 (Stroock) | \$16,192.00 | \$141.30 |
| September 28, 2010 D.I. 25488 | 8/1/2010 – 8/31/2010 | \$23,595.50 | \$157.91 (Stroock) | \$18,876.40 | \$157.91 |
| October 28, 2010 D.I. 25660 | 9/1/2010 – 9/30/2010 | \$25,244.50 | \$328.75 (Stroock) | \$20,195.60 | \$328.75 |
| November 29, 2010 D.I. 25812 | 10/1/2010 – 10/31/10 | \$17,677.50 | \$90.00 (Stroock) | \$14,142.00 | \$90.00 |
| December 28, 2010 D.I. 25963 | 11/1/2010 – 11/30/2010 | \$45,417.00 | \$307.06 (Stroock) | \$36,333.60 | \$307.06 |

WR GRACE & CO
ATTACHMENT B
DECEMBER 1, 2010 - DECEMBER 31, 2010

| | Hours | Rate | Amount | No. of Years in Position |
|--------------------------|--------------|-------|---------------------|--------------------------|
| Partners | | | | |
| Greenberg, Mayer | 6.3 | \$895 | \$5,638.50 | 21 |
| Kruger, Lewis | 4.8 | 995 | 4,776.00 | 41 |
| Pasquale, Kenneth | 21.8 | 875 | 19,075.00 | 20 |
| | | | | |
| Associates | | | | |
| Krieger, Arlene G. | 62.7 | 695 | 43,576.50 | 26 |
| Sasson, Gabriel | 11.1 | 310 | 3,441.00 | 2 |
| | | | | |
| Paraprofessionals | | | | |
| Magzamen, Michael | 0.5 | 305 | 152.50 | 9 |
| Mohamed, David | 15.2 | 190 | 2,888.00 | 21 |
| Wojcik, Mark R. | 0.1 | 305 | 30.50 | 5 |
| | | | | |
| Sub Total | 122.5 | | \$ 79,578.00 | |
| Less 50% Travel | (1.7) | | (1,531.25) | |
| Total | 120.8 | | \$78,046.75 | |

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2010 - DECEMBER 31, 2010

| Matter Code | Project Category | Hours | Amount |
|--------------------|--|--------------|---------------------|
| 0003 | Claim Analysis Objection, Resolution & Estimation (Asbestos) | 2.5 | \$ 1,827.50 |
| 0009 | Asset Dispositions, Sales, Uses and Leases (Section 363) | 0.4 | 278.00 |
| 0013 | Business Operations | 1.6 | 1,112.00 |
| 0014 | Case Administration | 9.9 | 1,993.50 |
| 0015 | Claims Analysis/Objections/Administration (Non-Asbestos) | 4.6 | 3,197.00 |
| 0017 | Committee, Creditors', Noteholders', or Equity Holders' | 31.8 | 22,893.00 |
| 0018 | Fee Application, Applicant | 4.1 | 926.00 |
| 0019 | Creditor Inquiries | 3.7 | 3,147.50 |
| 0020 | Fee Application, Others | 2.1 | 399.00 |
| 0035 | Travel - Non Working | 3.5 | 3,062.50 |
| 0036 | Plan and Disclosure Statement | 16.0 | 12,455.00 |
| 0037 | Hearings | 13.9 | 11,562.50 |
| 0047 | Tax Issues | 28.4 | 16,724.50 |
| | | | |
| | Sub Total | 122.5 | \$ 79,578.00 |
| | Less 50% Travel | (1.7) | (1,531.25) |
| | Total | 120.8 | \$ 78,046.75 |

STROOCK

INVOICE

| | |
|-------------|-------------------------|
| DATE | January 11, 2011 |
| INVOICE NO. | 524735 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through December 31, 2010, including:

| | |
|----|---|
| RE | Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/07/2010 | Attend to settlement with Swiss Re. | Krieger, A. | 0.3 |
| 12/27/2010 | Attend to Libby Claimants' objection to Debtors' Motion approving CNA Settlement Agreement (1.4); attend to BNSF's objection to the proposed CNA Settlement Agreement (.5). | Krieger, A. | 1.9 |
| 12/27/2010 | Review Libby Claimants' objection to CNA settlement. | Kruger, L. | 0.3 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene G. | 2.2 | \$ 695 | \$ 1,529.00 |
| Kruger, Lewis | 0.3 | 995 | 298.50 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 1,827.50 | |
| TOTAL FOR THIS MATTER | | \$ 1,827.50 | |

STROOCK

| | |
|----|---|
| RE | Asset Dispositions, Sales, Uses and Leases (Section 363) 699843 0009 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/07/2010 | Attend to COC re: proposed acquisition of GR 2008 and shareholder's business. | Krieger, A. | 0.1 |
| 12/08/2010 | Exchanged memoranda with J. Baer re: response date and information request on sale of Greenville Property matter. | Krieger, A. | 0.2 |
| 12/09/2010 | Attend to J. Baer response to Greenville Property information request. | Krieger, A. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-----------|
| Krieger, Arlene G. | 0.4 | \$ 695 | \$ 278.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 278.00 |
|--|-----------|

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|-----------------------|-----------|
| TOTAL FOR THIS MATTER | \$ 278.00 |
|-----------------------|-----------|

STROOCK

| | |
|----|------------------------------------|
| RE | Business Operations 699843 0013 |
|----|------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 12/21/2010 | Attend to Capstone's report to the Committee re: Debtors' third quarter financial performance and memorandum to Capstone re: same. | Krieger, A. | 1.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-------------|
| Krieger, Arlene G. | 1.6 | \$ 695 | \$ 1,112.00 |

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 1,112.00 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 1,112.00 |
|-----------------------|-------------|

STROOCK

| | |
|----|------------------------------------|
| RE | Case Administration 699843 0014 |
|----|------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/01/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.5 |
| 12/02/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.3 |
| 12/06/2010 | Obtain and circulate recently docketed pleadings in main case (.8); monitor case docket nos. 01-771, 09-644 and 09-807 (.3); obtain pleadings for attorney review (.4). | Mohamed, D. | 1.5 |
| 12/07/2010 | Memoranda to DM re: Court call arrangements for 12/13/10 hearing. | Krieger, A. | 0.1 |
| 12/07/2010 | Obtain and circulate recently docketed pleadings in main case (.7); schedule A. Krieger to appear telephonically at 12/13/10 hearing (.1); obtain documents for review (.3). | Mohamed, D. | 1.1 |
| 12/08/2010 | Obtain and circulate recently docketed pleadings in main case (.5); prepare documents for attorney review (.4); review case file documents (.7); schedule L. Kruger to appear telephonically for 12/13/10 hearing (.1). | Mohamed, D. | 1.7 |
| 12/09/2010 | Obtain documents for attorney review. | Mohamed, D. | 0.4 |
| 12/10/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.3 |
| 12/15/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.3 |
| 12/16/2010 | Attend to notice changing the hearing locations. | Krieger, A. | 0.1 |
| 12/16/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.4 |
| 12/20/2010 | Obtain and circulate recently docketed pleadings in main case (.4); review case file | Mohamed, D. | 1.5 |

STROOCK

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| | documents (.8); review case docket nos. 01-771, 09-644 and 09-807 (.3). | | |
| 12/21/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.3 |
| 12/23/2010 | Obtain and circulate recently docketed pleadings in main case. | Mohamed, D. | 0.7 |
| 12/30/2010 | Research and obtain plan documents for attorney review. | Mohamed, D. | 0.6 |
| 12/30/2010 | Review and prepare FTP link re: amended plan and emails w/ A. Krieger re: same. | Wojcik, M. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-----------|
| Krieger, Arlene G. | 0.2 | \$ 695 | \$ 139.00 |
| Mohamed, David | 9.6 | 190 | 1,824.00 |
| Wojcik, Mark R. | 0.1 | 305 | 30.50 |

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 1,993.50 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 1,993.50 |
|-----------------------|-------------|

STROOCK

| | |
|----|---|
| RE | Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 12/01/2010 | Memorandum to Capstone re: Massachusetts DOR tax settlement and information sought in support of settlement (.4); preparation for 12/2/10 conference call on proposed Massachusetts Tax Settlement (1.8). | Krieger, A. | 2.2 |
| 12/02/2010 | Attend to revised presentation materials (.1); telephone call J. Dolan re settlement information (.2); conference call with C. Finke, I. Slomka, R. Higgins, representatives of other parties re proposed settlement of Massachusetts' tax claims and follow up telephone conferences J. Dolan (1.3); attend to information request and memorandum to R. Higgins re same (.2). | Krieger, A. | 1.8 |
| 12/07/2010 | Office conference K. Pasquale re: pending settlements, including proposed settlement with the Massachusetts Department of Revenue (.2); memorandum seeking additional information to Debtors' counsel re: proposed sale of Greenville property (.4). | Krieger, A. | 0.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene G. | 4.6 | \$ 695 | \$ 3,197.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 3,197.00 | |
| TOTAL FOR THIS MATTER | | \$ 3,197.00 | |

STROOCK

| | |
|----|---|
| RE | Committee, Creditors', Noteholders', or Equity Holders' |
| | 699843 0017 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 12/01/2010 | Review and revise memorandum to the Committee re: CNA settlement. | Krieger, A. | 4.7 |
| 12/03/2010 | Review and revise Committee memorandum re: CNA settlement (1.6); attend to Committee memorandum re: sale of property in Greenville, S.C. (1.7). | Krieger, A. | 3.3 |
| 12/06/2010 | Telephone conference C. Freedgood re: status. | Pasquale, K. | 0.2 |
| 12/07/2010 | Attend to memorandum for the Committee re: proposed sale of Greenville property (1.4); memorandum to the Committee re: 12/13/10 hearing (.2). | Krieger, A. | 1.6 |
| 12/07/2010 | Confer A. Krieger re: Mass. tax settlement. | Pasquale, K. | 0.2 |
| 12/08/2010 | Telephone conference and memorandum with Committee members re: 12/14/10 conference call (.3); attend to Libby Claimants' discovery of CNA and the Debtors re: information underlying dispute between CNA and Libby and revise Committee memorandum re: same (2.4). | Krieger, A. | 2.7 |
| 12/08/2010 | Review memo to Committee re: CNA settlement. | Kruger, L. | 0.2 |
| 12/08/2010 | Review draft memo re: CNA settlement. | Pasquale, K. | 0.4 |
| 12/09/2010 | Exchanged memoranda with Capstone re: 12/14/10 conference call (.2); attend to memoranda for the Committee re: sale of Greenville Property and CNA settlement (3.1); attend to Capstone's memorandum for the Committee re: Massachusetts tax settlement and preparation of related materials (3.3). | Krieger, A. | 6.6 |
| 12/09/2010 | Review and revise draft memos to Committee. | Pasquale, K. | 0.2 |
| 12/10/2010 | Attend to Committee memoranda re: | Krieger, A. | 3.9 |

STROOCK

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| | Massachusetts tax settlement and prepared proposed changes thereto (2.8); exchanged memoranda and telephone call J. Dolan re: comments to Committee memorandum (1.1). | | |
| 12/10/2010 | Review memo to Committee re: Mass Tax settlement (.1); review Capstone memo re: same (.1). | Kruger, L. | 0.2 |
| 12/10/2010 | Review Capstone memo re: Mass tax settlement and review draft memo to Committee re: same. | Pasquale, K. | 0.3 |
| 12/13/2010 | Memorandum to the Committee re: proposed settlement of Massachusetts tax claims (.1); memorandum to the Committee re: 12/12/10 conference call (.3). | Krieger, A. | 0.4 |
| 12/14/2010 | Preparation for and conference call with Committee re: 12/13/10 hearing on plan issues and Massachusetts tax settlement. | Krieger, A. | 1.1 |
| 12/14/2010 | T/c with AK, KP and Committee re: court hearing and interest issue. | Kruger, L. | 0.7 |
| 12/14/2010 | Committee conference call re: status. | Pasquale, K. | 0.3 |
| 12/17/2010 | Memorandum for the Committee re: fifth plan amendment. | Krieger, A. | 0.8 |
| 12/20/2010 | Memorandum to the Committee re: today's plan confirmation status conference. | Krieger, A. | 0.5 |
| 12/21/2010 | Review PPI analysis. | Kruger, L. | 0.2 |
| 12/22/2010 | Memoranda to the Committee re: COC and further amendment to plan section 3.1.9 (.7); memorandum to Duane Morris re: COC and plan amendment (.2). | Krieger, A. | 0.9 |
| 12/22/2010 | Review Capstone analysis of 3rd quarter results. | Kruger, L. | 0.2 |
| 12/22/2010 | Attention to Capstone report re: 3d quarter results. | Pasquale, K. | 0.3 |
| 12/23/2010 | Memoranda from the Committee members re: proposed modifications to section 3.1.9 of the | Krieger, A. | 0.4 |

STROOCK

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| | Plan and provisions of the certificate of counsel (.1); exchanged memoranda with KP re: same (.2); memoranda to M. Lastowski re: COC and plan amendment (.1). | | |
| 12/29/2010 | Attend to documentation request by Committee member and responsive e-mail. | Krieger, A. | 0.5 |
| 12/30/2010 | Attend to documentation for Committee member and exchanged memoranda with D.M., M.W. re: same (.6); attend to memorandum to Committee re: Plan (.4). | Krieger, A. | 1.0 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|--------------|
| Krieger, Arlene G. | 28.4 | \$ 695 | \$ 19,738.00 |
| Kruger, Lewis | 1.5 | 995 | 1,492.50 |
| Pasquale, Kenneth | 1.9 | 875 | 1,662.50 |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 22,893.00 |
|--|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 22,893.00 |
|-----------------------|--------------|

STROOCK

| | |
|----|---|
| RE | Fee Application, Applicant 699843 0018 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 12/02/2010 | Office conference M. Magzamen re: inquiry on November 2010 fee statement. | Krieger, A. | 0.1 |
| 12/02/2010 | Review/revise SSL November fee statement (.3); oc w/ A. Krieger re: same (.1). | Magzamen, M. | 0.4 |
| 12/03/2010 | Exchanged memoranda with DM re: 37th fee and expense chart. | Krieger, A. | 0.1 |
| 12/03/2010 | Prepare draft of Stroock's one hundred and sixteenth monthly fee application. | Mohamed, D. | 1.1 |
| 12/20/2010 | Revise draft of Stroock's one hundred and sixteenth monthly fee application. | Mohamed, D. | 0.8 |
| 12/28/2010 | Review Stroock's one hundred and sixteenth monthly fee application for filing (.6); prepare certificate of service re same and forward to local counsel for filing (.5); prepare and effectuate service re fee application (.5). | Mohamed, D. | 1.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-----------|-----------|
| Krieger, Arlene G. | 0.2 | \$ 695 | \$ 139.00 |
| Magzamen, Michael | 0.4 | 305 | 122.00 |
| Mohamed, David | 3.5 | 190 | 665.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 926.00 | |
| TOTAL FOR THIS MATTER | | \$ 926.00 | |

STROOCK

| RE | Creditor Inquiries 699843 0019 | | | |
|--|---|--------------|-------------|-----------|
| DATE | DESCRIPTION | NAME | HOURS | |
| 12/01/2010 | Emails with creditors (two) re: confirmation status; conference call creditor re: status. | Pasquale, K. | 0.6 | |
| 12/03/2010 | T/c bank debt holder re: plan terms and status and possible appellate process. | Krieger, A. | 0.4 | |
| 12/03/2010 | Telephone conference creditor re: confirmation issues. | Pasquale, K. | 0.4 | |
| 12/09/2010 | Telephone conference creditor re: 12/13 hearing and confirmation issues. | Pasquale, K. | 0.3 | |
| 12/13/2010 | T/c creditors re: court hearing. | Kruger, L. | 0.3 | |
| 12/13/2010 | Telephone conference's creditors re: court hearing and confirmation issues. | Pasquale, K. | 0.5 | |
| 12/14/2010 | Telephone conference creditors re: court hearing and confirmation. | Pasquale, K. | 0.4 | |
| 12/17/2010 | Telephone conference creditor re: PPI. | Pasquale, K. | 0.3 | |
| 12/22/2010 | Telephone call bank debt holder re: 12/20/10 plan status conference. | Krieger, A. | 0.3 | |
| 12/22/2010 | Telephone conference creditor re: plan modifications. | Pasquale, K. | 0.2 | |
| SUMMARY OF HOURS | | HOURS | RATE | TOTAL |
| Krieger, Arlene G. | | 0.7 | \$ 695 | \$ 486.50 |
| Kruger, Lewis | | 0.3 | 995 | 298.50 |
| Pasquale, Kenneth | | 2.7 | 875 | 2,362.50 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | | \$ 3,147.50 | |
| TOTAL FOR THIS MATTER | | | \$ 3,147.50 | |

STROOCK

| | |
|----|--|
| RE | Fee Application, Others 699843 0020 |
|----|--|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/01/2010 | Review Capstone's twenty-seventh quarterly fee application for filing (.8); prepare notice and certificate of service re: same and forward to local counsel for filing (.7); prepare and effectuate service re: fee application (.6). | Mohamed, D. | 2.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Mohamed, David | 2.1 | \$ 190 | \$ 399.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 399.00 |
|--|-----------|

| | |
|-----------------------|-----------|
| TOTAL FOR THIS MATTER | \$ 399.00 |
|-----------------------|-----------|

STROOCK

| | |
|----|-------------|
| RE | Expenses |
| | 699843 0024 |

| | |
|--|---------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 0.00 |
|--|---------|

MATTER DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 60.00 |
| Local Transportation | 38.35 |
| Long Distance Telephone | 26.30 |
| Lexis/Nexis | 1809.75 |
| Travel Expenses - Transportation | 243.00 |
| Westlaw | 61.00 |

| | |
|-----------------------------|-------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 2,238.40 |
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| TOTAL FOR THIS MATTER | \$ 2,238.40 |
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| RE | Travel - Non Working 699843 0035 |
|----|-------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---------------------------------|--------------|-------|
| 12/13/2010 | Travel to attend court hearing. | Pasquale, K. | 3.5 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|-------------------|-------|--------|-------------|
| Pasquale, Kenneth | 3.5 | \$ 875 | \$ 3,062.50 |

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| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 3,062.50 |
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| TOTAL FOR THIS MATTER | \$ 3,062.50 |
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STROOCK

| RE | Plan and Disclosure Statement 699843 0036 | | |
|------------|---|--------------|-------|
| DATE | DESCRIPTION | NAME | HOURS |
| 12/01/2010 | Exchanged memoranda with KP re: Plan terms and confirmation issues. | Krieger, A. | 0.1 |
| 12/02/2010 | Attend to Plan terms and confirmation issues. | Krieger, A. | 4.2 |
| 12/02/2010 | Obtain and fwd confirmation issues precedent to A. Krieger. | Magzamen, M. | 0.1 |
| 12/03/2010 | Preparation for and conference call KP, M. Phillips re: confirmation issues (.6); o/c KP re: plan provisions (.1). | Krieger, A. | 0.7 |
| 12/03/2010 | Prep for and conference call with M. Phillips re: confirmation issues. | Pasquale, K. | 0.7 |
| 12/06/2010 | Attend to updated interest computations and telephone conference Capstone re: same. | Krieger, A. | 0.2 |
| 12/07/2010 | Attention to and emails re: court order re: plan issues for 12/13 hearing; attention to Capstone updated spreadsheets re: PPI. | Pasquale, K. | 0.6 |
| 12/08/2010 | Attend to fifth set of modifications to the proposed Plan. | Krieger, A. | 0.8 |
| 12/08/2010 | Conference call with lenders' counsel re: 12/13 court hearing (.4); prep. for same (review confirmation record) (2.4). | Pasquale, K. | 2.8 |
| 12/16/2010 | Attend to KP email and fifth plan amendment modifying treatment of Class 9 claims (.3); telephone call L. Kruger re same (.1). | Krieger, A. | 0.4 |
| 12/16/2010 | Review POR modifications. | Kruger, L. | 0.3 |
| 12/16/2010 | Telephone conference J. Baer re: POR modification (.1); attention to modifications (.5); telephone conference A. Rosenberg re: same (.3). | Pasquale, K. | 0.9 |
| 12/20/2010 | Confer A. Krieger re: court teleconference. | Pasquale, K. | 0.2 |
| 12/21/2010 | Telephone call and e-mails Capstone re: post- | Krieger, A. | 0.9 |

STROOCK

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| | petition interest computations (.7); e-mail to R. Zubaty re interest computations (.1); exchanged memoranda with KP re: same (.1). | | |
| 12/21/2010 | Emails re: PPI analysis. | Pasquale, K. | 0.2 |
| 12/22/2010 | Attend to proposed further modification of section 3.1.9 Creditor treatment under the plan, office conference KP re: same and multiple emails with KP, Paul Weiss counsel (.6); attend to Plan Proponents' revised COC re: section 3.1.9 (.1). | Krieger, A. | 0.7 |
| 12/22/2010 | Review POR modification re: PPI and e-mails re: same. | Kruger, L. | 0.2 |
| 12/22/2010 | Reviewed proposed plan modification re: PPI and emails re: same (.4); attention to plan proponents' proposed certification of counsel re: PPI and emails re: same (.7). | Pasquale, K. | 1.1 |
| 12/23/2010 | Telephone conference J. Baer re: PPI certification (.1); attention to same (.2). | Pasquale, K. | 0.3 |
| 12/29/2010 | Attend to e-mails from J. Baer and P. Lockwood re: agreement with Canadian ZAI Claimants extending Minutes of Settlement with modifications, and preparation of memorandum re: same. | Krieger, A. | 0.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|--------------|-------------|
| Krieger, Arlene G. | 8.6 | \$ 695 | \$ 5,977.00 |
| Kruger, Lewis | 0.5 | 995 | 497.50 |
| Magzamen, Michael | 0.1 | 305 | 30.50 |
| Pasquale, Kenneth | 6.8 | 875 | 5,950.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 12,455.00 | |
| TOTAL FOR THIS MATTER | | \$ 12,455.00 | |

STROOCK

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|----|-------------------------|
| RE | Hearings 699843 0037 |
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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 12/07/2010 | Attend to 12/13/10 agenda notice (.1); attend to Court's order scheduling confirmation related matters for 12/13/10 hearing and exchanged memoranda re: same (.4). | Krieger, A. | 0.5 |
| 12/07/2010 | E-mails from Cobb re: court order re: 12/13/10 hearing (.1); e-mail from Rosenberg re: court order re: 12/13/10 hearing (.1); e-mails AK; Margaret Phillips, KP re: same and re: issues for court hearing (.3); review court order re: 12/13/10 hearing (.2). | Kruger, L. | 0.7 |
| 12/08/2010 | Exchanged memoranda with L. Kruger and D. Mohamed re: 12/13/10 hearing (.2); exchanged memoranda re: 12/13/10 hearing and preparation therefore (.1); conference call with KP, A. Rosenberg, others re: 12/13/10 hearing and issues raised by the court (.5); review plan and other materials in preparation for 12/13/10 hearing (.7). | Krieger, A. | 1.5 |
| 12/09/2010 | Prep for 12/13 court hearing re: confirmation issues. | Pasquale, K. | 2.1 |
| 12/10/2010 | Attend to amended agenda notice for 12/13/10 hearing. | Krieger, A. | 0.1 |
| 12/10/2010 | Continued review of confirmation record in prep for 12/13 hearing. | Pasquale, K. | 2.3 |
| 12/13/2010 | Attend (telephonically) plan confirmation status hearing and exchanged memoranda with KP re: same. | Krieger, A. | 1.8 |
| 12/13/2010 | Attend court hearing telephonically re: interest issue on bank debt. | Kruger, L. | 0.8 |
| 12/13/2010 | Prep. for and court hearing. | Pasquale, K. | 2.5 |
| 12/20/2010 | Attend to J. Baer memorandum re: status conference (.1); and exchanged memoranda with LK, KP, others re: same (.2); attend court | Krieger, A. | 0.9 |

STROOCK

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|------------|-------|
| | scheduled conference call and office conference LK re: same (.5); office conference KP re: status conference (.1). | | |
| 12/20/2010 | E-mails AK and KP re: status conference (.2); t/c with AK re: court conference call (.2); attend court hearing by conference call (.3). | Kruger, L. | 0.7 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-------------|
| Krieger, Arlene G. | 4.8 | \$ 695 | \$ 3,336.00 |
| Kruger, Lewis | 2.2 | 995 | 2,189.00 |
| Pasquale, Kenneth | 6.9 | 875 | 6,037.50 |

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| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 11,562.50 |
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| TOTAL FOR THIS MATTER | \$ 11,562.50 |
|-----------------------|--------------|

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| | |
|----|---------------------------|
| RE | Tax Issues 699843 0047 |
|----|---------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 12/03/2010 | Attend to Debtors' response to the information request re: Massachusetts Tax Settlement and t/c J. Dolan re: same (.6); prepare memoranda to Debtors' counsel re: request for additional information (.4). | Krieger, A. | 1.0 |
| 12/07/2010 | Attend to Debtors' motion re: settlement with Massachusetts Department of Revenue and review of tax claims (.9); telephone call R. Higgins re: information request (.1); memorandum to Capstone re: status of same (.1). | Krieger, A. | 1.1 |
| 12/08/2010 | Review A. Krieger email and consider issue (1.0); review document re: same (1.0). | Greenberg, M. | 2.0 |
| 12/08/2010 | Exchanged memoranda with M. Greenberg re: tax settlement (.6); exchanged memoranda with and telephone conference Capstone re same (.7); office conference and exchanged emails with G. Sasson re: case law review of MADOR tax claims (.5). | Krieger, A. | 1.8 |
| 12/08/2010 | Research regarding net-worth tax. | Sasson, G. | 2.0 |
| 12/09/2010 | Review materials re: priority taxes and motion to pay Mass. tax. | Greenberg, M. | 1.5 |
| 12/09/2010 | Attend to case law re: MADOR tax claims treatment (1.5); exchanged memoranda with R. Higgins re: seeking additional information re: MADOR tax claims (.2); office conferences G. Sasson and exchange memoranda re: factual information and case law review (2.0). | Krieger, A. | 3.7 |
| 12/09/2010 | Research regarding net-worth and other priority taxes (5.0); discussions with A. Krieger regarding same (.5). | Sasson, G. | 5.5 |
| 12/10/2010 | Review materials and analysis re: priority taxes and Massachusetts tax claim (1.5); call with A. Krieger re: same (.5). | Greenberg, M. | 2.0 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 12/10/2010 | Office conference G. Sasson re: nature of Massachusetts tax claims and conference call with M. Greenberg re: same (1.0); further exchange of memoranda and office conferences with G. Sasson (.6); memorandum to Debtors' counsel re: additional inquiry re MADOR settlement (.1); attend to case law (1.2). | Krieger, A. | 2.9 |
| 12/10/2010 | Meeting with A. Krieger and call with M. Greenberg to discuss tax priority (1.0); attention to further research regarding tax priority (2.0). | Sasson, G. | 3.0 |
| 12/12/2010 | Review material forwarded by G. Sasson re: priority taxes; analysis re: same. | Greenberg, M. | 0.8 |
| 12/12/2010 | Attend to case law re: Massachusetts Tax settlement. | Krieger, A. | 0.5 |
| 12/13/2010 | Discussed tax issues with A. Krieger (.1); preparation of material for Committee conference call (.5). | Sasson, G. | 0.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|--------------|-------------|
| Greenberg, Mayer | 6.3 | \$ 895 | \$ 5,638.50 |
| Krieger, Arlene G. | 11.0 | 695 | 7,645.00 |
| Sasson, Gabriel | 11.1 | 310 | 3,441.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 16,724.50 | |
| TOTAL FOR THIS MATTER | | \$ 16,724.50 | |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 79,578.00 | |
| TOTAL DISBURSEMENTS/CHARGES | | \$ 2,238.40 | |
| TOTAL BILL | | \$ 81,816.40 | |

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
DECEMBER 1, 2010 - DECEMBER 31, 2010

| | Hours | Rate | Amount |
|--------------------------|--------------|------|--------------------|
| Partners | | | |
| | | \$ | |
| Greenberg, Mayer | 6.3 | 895 | \$ 5,638.50 |
| Kruger, Lewis | 4.8 | 995 | 4,776.00 |
| Pasquale, Kenneth | 21.8 | 875 | 19,075.00 |
| | | | |
| Associates | | | |
| Krieger, Arlene G. | 62.7 | 695 | 43,576.50 |
| Sasson, Gabriel | 11.1 | 310 | 3,441.00 |
| | | | |
| Paraprofessionals | | | |
| Magzamen, Michael | 0.5 | 305 | 152.50 |
| Mohamed, David | 15.2 | 190 | 2,888.00 |
| Wojcik, Mark R. | 0.1 | 305 | 30.50 |
| | | | |
| Sub Total | 122.5 | | \$79,578.00 |
| Less 50% Travel | (1.7) | | (1,531.25) |
| Total | 120.8 | | \$78,046.75 |

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
DECEMBER 1, 2010 - DECEMBER 31, 2010

| | |
|----------------------------------|--------------------|
| Outside Messenger Service | \$ 60.00 |
| Local Transportation | 38.35 |
| Long Distance Telephone | 26.30 |
| Lexis/Nexis | 1,809.75 |
| Travel Expenses - Transportation | 243.00 |
| Westlaw | 61.00 |
| | |
| TOTAL | \$ 2,238.40 |

STROOCK

Disbursement Register

| | |
|-------------|-------------------------|
| DATE | January 11, 2011 |
| INVOICE NO. | 524735 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR EXPENSES INCURRED in the captioned matter for the period through December 31, 2010, including:

| DATE | DESCRIPTION | AMOUNT |
|----------------------------------|--|--------|
| Outside Messenger Service | | |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 1100 N Market St, Wilmington, DE 19801 Tracking #:1Z10X8270195166986 on 11/29/2010 | 6.79 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270195186795 on 11/29/2010 | 9.63 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270196395209 on 11/29/2010 | 6.79 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270197379770 on 11/29/2010 | 6.79 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270190221166 on 12/01/2010 | 9.63 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn | 6.79 |

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180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

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PAGE: 2

| DATE | DESCRIPTION | AMOUNT |
|--|--|--------------|
| | S. Marra Duane Morris LLP, 1100 N Market St, Wilmington, DE 19801 Tracking #:1Z10X8270192915172 on 12/01/2010 | |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270196042232 on 12/01/2010 | 6.79 |
| 12/07/2010 | VENDOR: UPS; INVOICE#: 0000010X827490; DATE: 12/04/2010; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270198577045 on 12/01/2010 | 6.79 |
| Outside Messenger Service Total | | 60.00 |
| Local Transportation | | |
| 12/14/2010 | VENDOR(EF): KPASQUALE: 12/13/10 - 12/13/10; DATE: 12-14- 2010; Court hearing in Wilmington, DE. | 18.35 |
| 12/30/2010 | VENDOR: Petty Cash; INVOICE#: 123010; DATE: 1/4/2011 A. Krieger 12-9-2010 Late work transp. | 20.00 |
| Local Transportation Total | | 38.35 |
| Long Distance Telephone | | |
| 12/02/2010 | EXTN.795544, TEL.2015877144, S.T.10:43, DUR.00:29:15 | 16.68 |
| 12/03/2010 | EXTN.795544, TEL.2015877144, S.T.11:54, DUR.00:00:40 | 0.56 |
| 12/06/2010 | EXTN.795544, TEL.2015877144, S.T.14:37, DUR.00:02:15 | 1.67 |
| 12/07/2010 | EXTN.795544, TEL.3126660431, S.T.15:47, DUR.00:02:42 | 1.67 |
| 12/19/2010 | VENDOR: Soundpath Legal Conferencing; INVOICE#: 2128065400- 121910; DATE: 12/19/2010 - Teleconference 12-14-2010 | 5.72 |
| Long Distance Telephone Total | | 26.30 |
| Lexis/Nexis | | |
| 12/08/2010 | Research on 12/08/2010 | 681.25 |
| 12/09/2010 | Research on 12/09/2010 | 629.25 |

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PAGE: 3

| DATE | DESCRIPTION | AMOUNT |
|---|--|-----------------|
| 12/10/2010 | Research on 12/10/2010 | 499.25 |
| | Lexis/Nexis Total | 1,809.75 |
| Travel Expenses - Transportation | | |
| 12/14/2010 | VENDOR(EE): KPASQUALE: 12/13/10 - 12/13/10; DATE: 12-14-2010; Court hearing in Wilmington, DE. | 243.00 |
| | Travel Expenses - Transportation Total | 243.00 |
| Westlaw | | |
| 12/17/2010 | Transactional Search by Krieger, Arlene G. | 61.00 |
| | Westlaw Total | 61.00 |

BILL DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 60.00 |
| Local Transportation | 38.35 |
| Long Distance Telephone | 26.30 |
| Lexis/Nexis | 1809.75 |
| Travel Expenses - Transportation | 243.00 |
| Westlaw | 61.00 |

| | |
|------------------------------------|--------------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 2,238.40 |
|------------------------------------|--------------------|

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.